

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
BAY CITY**

In re:

Chapter 11

**TREETOPS ACQUISITION COMPANY,  
LLC,**

Case No. 14-\_\_\_\_\_

Debtor.

Hon.

**NOTICE OF CORPORATE RESOLUTION  
PURSUANT TO E.D. MICH. LBR 1074-1**

Debtor, Treetops Acquisition Company, LLC, hereby attaches the Corporate Resolution of Treetops Acquisition Company, LLC, pursuant to E.D. Mich. LBR 1074-1.

Dated: November 25, 2014

Respectfully submitted,

**KERR, RUSSELL AND WEBER, PLC**  
Proposed Counsel for Debtor and  
Debtor-in-Possession

By: /s/Jason W. Bank  
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**RESOLUTIONS OF THE MEMBERS  
BY WRITTEN CONSENT IN LIEU OF MEETING  
(Treetops Acquisition Company, LLC – Chapter 11)**

The undersigned, constituting a majority in interest of the members (by membership percentage as indicated for each member) of **TREETOPS ACQUISITION COMPANY, LLC**, a Michigan limited liability company (the "Company"), do hereby adopt the following resolutions by written consent in lieu of a meeting by a majority (by member voting percentages) of the members (the "Members") in accordance with the Articles of Organization and the Operating Agreement of the Company and Michigan law:

**WHEREAS**, the Members have considered the financial condition and circumstances of the Company, including without limitation the assets and liabilities of the Company and its operational performance; and

**WHEREAS**, the Members have reviewed, considered and received the recommendations of the Manager of the Company and the Company's professional advisors as to the relative risks and benefits of a bankruptcy proceeding; and

**WHEREAS**, the Members have made the informed determination that there is no viable alternative to a bankruptcy proceeding, and that it is in the best interests of the Company and its members, creditors and other interested parties, to file a voluntary petition (the "**Voluntary Petition**") for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "**Bankruptcy Code**").

**1. Filing of Voluntary Petition**

**NOW, THEREFORE, BE IT RESOLVED**, that the Members hereby find, determine and conclude that it is desirable and in the best interests of the Company and its members, creditors, and other interested parties that a Voluntary Petition seeking relief under chapter 11 of the Bankruptcy Code be filed by the Company, and the filing of the Voluntary Petition is authorized hereby as and in the manner described below.

**2. Appointment of Authorized Individual**

**RESOLVED**, that Richard B. Owens (the "**Authorized Individual**") be, and hereby is, authorized on behalf of the Company to execute and verify the Voluntary Petition in the name of the Company under chapter 11 of the Bankruptcy Code, and to cause the same to be filed in a United States Bankruptcy Court in such form and at such time as the Authorized Individual executing the Voluntary Petition on behalf of the Company shall determine.

**3. Actions by Authorized Individual**

**RESOLVED**, that the Members hereby authorize and empower the Authorized Individual to take such other actions at such times as he deems necessary, appropriate or desirable to cause the preparation and filing of the Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which he deems necessary or proper for and on behalf of the Company to obtain relief under the Bankruptcy Code, including without limitation depositing the executed Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents in the custody of the law firm of Kerr Russell & Weber PLC ("**Kerr Russell**"), to be held in trust until such time as the Authorized Individual instructs Kerr Russell,

either orally or in writing, to file the Voluntary Petition and schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents; and be it

**FURTHER RESOLVED**, that the Authorized Individual be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to act as the responsible person for the "debtor-in-possession", as that term is referenced in the Bankruptcy Code, and take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Company's restructuring in chapter 11, including without limitation making arrangements for use of cash collateral and/or entering into arrangements for new financing, refinancing and debtor-in-possession financing, in such amounts, with such interest rates and with such maturities as the Authorized Individual may determine in his sole discretion; and be it

**FURTHER RESOLVED**, that if a chapter 11 case is commenced, and after consultation with and subject to the approval of the Members, the Authorized Individual be, hereby is, authorized and empowered on behalf of, and in the name of, the Company to take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Company's restructuring in chapter 11, including without limitation: (a) pursuing and consummating any sale or sales of the Company's assets he deems necessary or appropriate and (b) developing, negotiating, confirming and performing under a bankruptcy plan of reorganization or liquidation, and negotiating, executing and delivering on behalf of the Company any and all agreements, instruments and related documents that, in the judgment and discretion of one or both of the Authorized Individuals are necessary, appropriate, advisable or desirable for pursuing and consummating such sale or sales of the Company's assets or for such development, negotiation and confirmation of, and performance under, such a bankruptcy plan of reorganization or liquidation, including without limitation executing asset purchase agreements, plans and related documents; and be it

**FURTHER RESOLVED**, that the Authorized Individual be, and hereby is, authorized to employ the law firm of Kerr Russell as general bankruptcy counsel to the Company, and to represent and assist the Company in considering restructuring alternatives, in filing the Voluntary Petition under chapter 11 of the Bankruptcy Code, and in all aspects of the chapter 11 proceeding, and to take any and all actions to advance the Company's rights and, in connection therewith, the Authorized Individual is authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Kerr Russell; and be it

**FURTHER RESOLVED**, that in the event Kerr Russell is retained as general bankruptcy counsel, the Authorized Individual is authorized to employ other qualified legal counsel as he shall determine as special conflicts counsel pursuant to 327(e) if and as necessary and appropriate, the Authorized Individual is authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of such other counsel as special counsel; and be it

**FURTHER RESOLVED**, that the Authorized Individual be, and hereby is, authorized to employ a financial advisor if and as needed in his judgment, to represent and assist the Company in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individual is, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of such financial advisor; and be it

**FURTHER RESOLVED** that the Authorized Individual be, and hereby is, authorized to employ any additional financial advisors, attorneys, or consultants to the Company as an Authorized Individual deems necessary, appropriate, advisable or desirable to represent and assist the Company in considering

restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individual is, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of such additional professionals; and be it

**FURTHER RESOLVED**, that the Authorized Individual (and such Members of the Company as the Authorized Individual may from time to time designate) be, and hereby is, authorized and empowered, in the name of, and on behalf of the Company: (a) to take or cause to be taken any and all such other and further actions; (b) to do and perform, or cause to be done or performed, all such acts and things; (c) to negotiate, execute and deliver, or cause to be negotiated, executed or delivered, all such further papers, pleadings, documents and instruments of any type and description; and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which may be, or may be deemed to be, necessary, appropriate, advisable or desirable to effect the purposes and intent of the foregoing resolutions, the necessity, propriety, advisability or desirability of which shall be conclusively evidenced by the Authorized Individual's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, pleadings, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, pleadings, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Company and the approval and ratification by the Company of any and all papers, pleadings, documents and instruments so executed and delivered, and any and all action so taken, done or performed.

**4. Prior Related Acts**

**RESOLVED**, that all of the acts and transactions of the Authorized Individual relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**RESOLVED FURTHER**, that a scanned signature sent via facsimile or email on these resolutions shall be effective as an original signature for all purposes and these resolutions may be signed in counterparts which collectively shall constitute a single document; the approval by a Member by email authorizing the Member's signature on these resolutions shall be effective as a signature of the Member; and, these resolutions shall be effective upon the signatures of members holding in the aggregate a majority of the membership interests (by ownership percentage) of the members.

**IN WITNESS WHEREOF**, the undersigned certifies that the foregoing is a correct copy of the Resolutions passed as herein set forth and that the same are in full force and effect and that these Resolutions have been executed effective as of November 25, 2014.

**AUTHORIZED INDIVIDUAL:**



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Richard B. Owens, General Manager of the Company